

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

<b>LIBERTY BELL CAPITAL II, LP</b>	:	
	:	
<b>Plaintiff,</b>	:	<b>Civil Action No.</b>
	:	<b>13-CV-04241-FLW-TJB</b>
<b>vs.</b>	:	
	:	
<b>WARREN HOSPITAL,</b>	:	
<b>WH MEMORIAL PARKWAY</b>	:	
<b>INVESTORS, L.L.C., WARREN</b>	:	
<b>HEALTH CARE ALLIANCE, P.C.,</b>	:	
<b>and TWO RIVERS ENTERPRISES,</b>	:	
<b>INC.</b>	:	
	:	
<b>Defendants.</b>	:	
	:	

**CERTIFICATION OF PHILIP S. ROSENZWEIG, ESQUIRE**

Philip S. Rosenzweig, of full age, hereby makes the following certification in support of Defendants' Motion to Dismiss Pursuant to Rule 12(b)(6):

1. I am an attorney duly admitted to practice law in the State of New Jersey. I am admitted to practice before the District Court for the District of New Jersey and have been so since 1991.

2. I am a partner with the law firm of Silverang, Donohoe, Rosenzweig & Haltzman, LLC, attorneys for Defendants, Warren Hospital,

WH Memorial Parkway Investors, L.L.C., Warren Health Care Alliance, P.C., and Two Rivers Enterprises, Inc., and I am familiar with the facts and circumstances of this matter, the source of my knowledge being the file maintained by my office in the course of handling this action and my representation of the Defendants in the previous transaction(s) relating to the subject matter and agreements about which Plaintiff now complains.

3. This Certification is submitted in support of Defendants' Motion to Dismiss the First Amended Complaint pursuant to Federal Rule of Civil Procedure 12(b)(6) for failure to state a claim upon which relief can be granted.

4. Defendants have not filed another responsive pleading in this action.

5. Annexed hereto as **Exhibit "A"** is a true and correct copy of the First Amended Complaint in the instant action (without Exhibits).

6. Annexed hereto as **Exhibit "B"** is a true and correct copy of the November 2, 2011, Post-Foreclosure Agreement Respecting Status of Leases (the "Post Foreclosure Agreement") among and between Plaintiff Liberty Bell Capital II, L.P., Defendant Warren Hospital, Defendant WH Memorial Parkway Advisors, L.L.C., Defendant Two Rivers Enterprises, Inc., and Defendant Warren Health Care Alliance, P.C.

7. I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements are willfully false, I am subject to punishment.

**SILVERANG, DONOHOE,  
ROSENZWEIG & HALTZMAN, LLC**

Dated: September 27, 2013

By: /s/ Philip S. Rosenzweig  
Philip S. Rosenzweig, Esq.  
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*Attorney for Defendants  
Warren Hospital,  
WH Memorial Parkway Investors,  
Warren Health Care Alliance, P.C.,  
and Two Rivers Enterprises, Inc.*